

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION
OF
STAGE MANAGEMENT ASSOCIATION
(amended 2019)**

1. The name of the company is Stage Management Association.
2. The registered office of the company shall be situated in England and Wales.
3. The objects for which the company is established are:- to speak on behalf of and look after the interests of those engaged in stage management and other related work in the United Kingdom and by exchanging views improve the technique of stage management and related work.
4. In order to give effect to these objects, but not to do anything except to carry out these objects, the company will have the following powers:-
 - (i) to provide centres for meetings and for advice, information and education and support.
 - (ii) to establish and develop contacts between members and other similar groups and institutions.
 - (iii) to promote and develop the general welfare and prosperity of members of the Association and to foster a spirit of unity, co-operation and harmony amongst members through educational and cultural functions by meetings, lectures and conferences.
 - (iv) to procure contributions to the company by personal or written appeals, public meetings or in other ways.
 - (v) to collect and to make available information about issues concerning the objects of the company and to exchange information with other bodies having similar objects whether in Great Britain or overseas.
 - (vi) to procure, write, print, publish, issue and circulate such newsletters, papers, books, periodicals and pamphlets or other documents, films recorded tapes, or other means of recording information as will help achieve the objects of the company, either free or charging for them.
 - (vii) to accept gifts and to borrow or raise moneys for the objects of the company on such terms as shall be thought appropriate.
 - (viii) to purchase, lease, exchange, hire, or otherwise get hold of any housing, offices or other premises (known as "real property") and any furniture, goods and equipment which are needed, and to construct, maintain and repair them.
 - (ix) to undertake and execute any trusts which may lawfully be undertaken by the company.

(x) to invest the moneys of the company not immediately required for its objects in such investments, securities or property as may be thought appropriate, subject to the duty to exercise care, skill and prudence and subject to any conditions imposed by law.

(xi) to open and maintain bank and/or building society accounts, raise and invest funds, borrow money, employ, pay and dismiss staff and take on volunteers and do all such things as the directors decide are necessary for the achievement of these objects provided that the company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(xii) to take out all insurances required by law and to take out trustee indemnity insurance and professional indemnity insurance (if required) provided that such insurance shall not protect the directors from deliberately or recklessly unlawful acts or omissions. None of the directors shall be liable for any loss to the property of the company by reason of any improper investment made in good faith (so long as the directors have sought professional advice before making such investment) or for the negligence or fraud of any agent or employee employed by the company or any volunteer taken on by the company in good faith or for the negligence or fraud of any of the directors provided reasonable supervision has been exercised. None of the directors shall be liable by reason of any mistake or omission made in good faith by them or any one of them so long as they have sought proper professional advice.

(xiii) to affiliate to any institution, body, group, organisation, society or authority having similar objects.

(xiv) to take on staff and volunteers and to pay staff appropriate remuneration and to make provision for their pensions and other statutory requirements taking account of the company's financial circumstances.

(xv) to do any other lawful things to achieve the objects of the company.

5. The income and property of the company may only be used for the promotion of its objects and no part of its income and property shall be paid or transferred directly or indirectly in any way whatsoever as a profit to members of the company and/or the directors and/or co-optees to the management committee, provided that nothing shall prevent any payment in good faith by the company

(a) of reasonable and proper remuneration to any member, officer or employee of the company who is not a director or a co-optee to the management committee for any services rendered to the company;

(b) of out-of-pocket expenses to directors, co-optees to the management committee and volunteers

(c) of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let to the company by any director or co-optee to the management committee

(d) to a company of which a director or co-optee to the management committee is a member holding not more than one hundredth part of the issued capital of that company.

(e) of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession or by any partner of his or hers when instructed by the company to act in a professional capacity on its behalf:

PROVIDED THAT a majority of the directors are not such professional people and that they withdraw from any meeting where their engagement or remuneration, or that of the partners is discussed.

6. No additions, alterations or amendments shall be made to these Memorandum or Articles of Association except by special resolution passed at a General Meeting, nor shall any additions, alterations or amendments be made which would have the effect that the company ceases to be a company to which Section 30 of the Companies Act 1985 applies.

7. The liability of the members shall be limited.

8. Every member of the company undertakes to contribute such amounts as may be required not exceeding £5 to the assets of the company if it should be wound up whilst he/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/she ceased to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

9. The company may be dissolved by a resolution passed by a simple majority of those present and voting at a Special General Meeting of which 21 days' notice shall have been given. Such resolution may give directions for the disposal of any assets held by the company provided that such directions are proper in law and that any property remaining after the satisfaction of all debts and liabilities shall not be paid to the members of the company but shall be given or transferred to other no-for-profit organisation(s) having objects similar to the objects of the company.

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
STAGE MANAGEMENT ASSOCIATION**

1. In this document the words in the first column of the Table have the meaning set out in the second column, if not consistent with the subject or content -

| | |
|--------------------------|---|
| The Act | The Companies Acts 1985 and 1989 and any statutory modification and re-enactment thereof for the time being in force |
| These Articles | These Articles of Association and the regulations of the company for time to time in force |
| The company | This company |
| The management committee | The Board of Directors for the time being of the company |
| The Office | The registered office of the company |
| The United Kingdom | Great Britain and Northern Ireland |
| Month | Calendar month |
| In writing | Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form |
| Clear days | In relation to a period of notice means that period excluding the day on which the notice is given or deemed to be given and the day for which it is given or on which it is to take effect |
| Post | Includes electronic mail |
| Subscribers | Persons who propose to be the company's first directors |

Words importing the singular number only shall include the plural and vice versa

Words importing the masculine gender only shall include the feminine gender

Words importing persons shall include registered companies

Subject to the above, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The company is established for the purposes expressed in the Memorandum of Association

4. A member may at any time withdraw from the company by giving at least seven clear days' written notice to the Board of Directors via the registered office. Members shall not transfer their membership to someone else. Membership will terminate on a member's death.

GENERAL MEETINGS

5. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting, each Annual General Meeting to take place within fifteen months of the last one.

Subject to this, the Annual General Meeting shall take place on a date and a time and location decided by the directors, and they must specify these details in notices calling it. The first Annual General Meeting must be held within eighteen months of the date of the company's incorporation.

6. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings except a meeting to dissolve the company, which shall be called a Special General Meeting.

7. The directors may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings must also be convened if 10% of the members request in writing that an Extraordinary General Meeting is called PROVIDED THAT Section 368 of the Act is complied with. An Extraordinary General Meeting has to be called if there are insufficient directors to form a quorum at their meetings.

8. At least twenty one clear days' notice is required in writing of every Annual General Meeting and of every Extraordinary General Meeting convened to pass a Special Resolution, and at least fourteen clear days' notice in writing of every other General Meeting, specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business shall be given to members, the Auditors and such other persons as are under these Articles or under the Act entitled to receive such notices for the company; but with the consent of all members having the right to attend and vote at the meeting, or of such proportion of them as is set out by the Act in the case of meetings other than the Annual General Meeting, a meeting may be convened by such notice as those members may think fit.

9. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate any resolution passed at any meeting.

10. The Annual General Meeting shall consider the income and expenditure account and the balance sheet, the Annual Report of the company, the directors' report, the Auditor's report, the appointment of, and the fixing of the remuneration of, the Auditors, and the election of the directors in the place of those retiring. All other business transacted at the Annual General Meeting and all business transacted at an Extraordinary General meeting shall be deemed Special.

11. No business shall be transacted at a General Meeting called by the directors unless a quorum is present when the meeting proceeds to business. Until otherwise decided at a General meeting called by the directors a quorum shall be eight members.

12. If within half an hour from the time appointed for the holding of a General Meeting called by the Directors a quorum is not present, it shall be adjourned to the same day

in the week, at the same time and place, or at such other time and place as the directors shall determine. Whenever a meeting is adjourned for fifteen days or more all persons entitled to it shall be given notice of the new date, time and location of the meeting. If the meeting is adjourned for 30 days or more, notice must be given as if a new meeting were being called.

13. If within half an hour from the time appointed for the holding of the reconvened General Meeting called by the directors no quorum as specified in Article 11 is present, such persons as are present shall form a quorum, provided that at least five members entitled to be present and vote are personally present.

14. If within half an hour from the time appointed for the holding of any other General Meeting a quorum is not present, the meeting shall be dissolved. The quorum for such a meeting shall be eight of the members entitled to be present who are actually present.

15. Elections shall take place at the Annual General Meeting for the election of the directors.

16. The Chairperson may, with the consent of any meeting at which a quorum is present, and will have to if a majority of those present want it to happen, adjourn the meeting to another time, date or location. If the adjournment is for more than 30 days, new notices must be sent to every person entitled to receive one. When the meeting resumes, only the outstanding business from the original meeting shall be dealt with. The Chairperson of a General Meeting shall normally be the chairperson of the company but may be any other that those present at the meeting deem appropriate, including an independent person who is not a member of the company.

17. At any General Meeting a resolution put to a vote shall be decided on a show of hands. At the time of or immediately after the vote the Chairperson or a least three persons present may demand that there is a secret ballot. Any special resolution must be carried by the votes of two thirds of those present and entitled to vote, including proxy votes. A declaration by the Chairperson of the meeting, without a demand for a secret ballot, that a resolution has been carried, or carried by a majority, or unanimously, or lost shall be final. An entry to that effect shall be made in the minute book as conclusive evidence of the fact.

18. There shall not be a secret ballot to decide who chairs the meeting or to decide if the meeting should be adjourned, and such decisions shall be taken by a simple majority on a show of hands.

19. If a secret ballot is called, the Chairperson shall decide how it is to be conducted; it shall be conducted at the meeting, but may be held at the end of the meeting.

20. Every person entitled to vote shall have one vote. In the event of there being a tie, the Chairperson has a second or casting vote.

21. If a special resolution is being put to a General Meeting and all the persons entitled to vote by proxy their votes shall be counted as if they attended and voted at the General Meeting; there is no need for the General Meeting to actually take place.

22. No person shall be entitled to vote on any question either in person or by proxy at

any General Meeting who has not been accepted into membership and paid any subscription levied. Members in arrears of up to thirteen weeks will also be allowed to vote.

23. It shall be assumed that every person voting is entitled to vote at the General Meeting unless an objection is raised at the meeting. Any objection shall be dealt with by the Chairperson, whose decision shall be final.

24. Votes may be cast either personally, by post, by email or other electronic means, or by proxy. An organisation may vote by proxy or otherwise only by its authorised representative whose name has been given to the Chairperson at least seven days before the meeting takes place. A proxy must be appointed by a written document which must be in this form, or as near to it as possible:

I,
of
a person entitled to vote in General Meetings of Stage Management Association
hereby appoint _____ of
as my proxy to vote for me on my behalf at the
Annual/Extraordinary/Special* General Meeting of the company to be held
on _____ and at any resumed meeting after
an adjournment.

Signed on
*delete as appropriate

Any proxy form must be given to the Company at least 48 hours before the meeting or resumed meeting is to take place. The proxy form is only valid for the meeting in respect of which it is given including any resumed meeting after an adjournment.

DIRECTORS

25. Until otherwise determined by a General Meeting the number of directors shall be not less than three and unless otherwise determined there shall be no maximum. The first directors shall be as named as subscribers in the Statement delivered to the Registrar of Companies pursuant to Section 10 of the Act.

26. The remaining directors may appoint a member of the company to fill a vacancy within 14 days of the vacancy arising on a temporary or permanent basis. Anyone so appointed shall remain in office only until the return of the director being replaced or until the next Annual General Meeting, whichever is sooner, when he/she must resign. He/she shall be eligible for election subject to the rules set out below. In the event of there being more than one vacancy and/or there being no possibility of forming a quorum there must be a General Meeting called to elect new directors, and no business shall be lawfully transacted whilst such a meeting is pending, except for the acceptance of persons into membership.

27. Directors must be professional, honorary or retired members of the company, as defined in the Rules and Regulations, who are over the age of eighteen years. Persons with a particular skill to contribute to the company may be co-opted to attend and contribute to management committee meetings but shall not be entitled to vote.

28. The business of the Company shall be managed by the directors who may do all such acts and exercise all such powers as are not required by law or by the Memorandum and Articles of Association to be done by a General Meeting. No director shall be employed for remuneration by the company.

29. The directors shall meet every month or more or less often if they so decide.

DISQUALIFICATION OF DIRECTORS

30. A DIRECTOR MUST VACATE HIS/HER OFFICE IF:

- he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally
- if he/she becomes of unsound mind
- if he/she ceases to be a member of the company
- if he/she gives written notice of resignation
- if he/she fails without giving a reasonable reason to attend three consecutive directors' meetings
- if he/she ceases to hold office by virtue of any provision of the Act or if he/she becomes prohibited at law from being a director and/or charity trustee
- if two thirds of the directors vote to remove him/her from office on the grounds that he/she has brought the company into disrepute PROVIDED THAT he/she has been given an opportunity to be heard at a Board meeting.

In addition, and without prejudice to the provisions of Section 303 of the Act, the company may by ordinary resolution at a general meeting remove any director before the expiration of the period of office and may replace him/her by another director by ordinary resolution who shall hold office for the remainder of the previous director's term in office.

31. The directors shall regulate their meetings as they think fit and shall determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions shall be decided by a majority, but every effort shall be made to decide questions unanimously. In the case of a tie, the Chairperson of the meeting shall have a second or casting vote.

32. The directors shall decide when their next meeting is to take place. Any one of the directors may instruct the Chairperson at any time upon seven days notice in writing to call a meeting of the directors. A director who is outside the United Kingdom is not entitled to receive notice of the meeting or cast a vote unless the contrary has been agreed by the directors before he/she leaves the United Kingdom.

33. The directors shall elect one of the directors as Chairperson who shall be entitled to preside at all directors' meetings at which he/she is present. Other officers shall be elected by the directors. Should an officer resign or be removed during his or her term of office, the directors shall elect a replacement, who may remain in post until the next Annual General Meeting.

34. A meeting of the directors at which a quorum is present shall be competent to exercise all the authorities and powers by or under the regulations of the company for

the time being vested in the directors.

35. A meeting of the directors may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the directors in which all participants may communicate simultaneously with all other participants.

36. Any acts done in good faith by any meeting of the directors shall be valid even if it is afterwards discovered that there was some defect in the appointment or continuance in office of any person acting as a director or that the person is a disqualified person PROVIDED THAT the directors were unaware of the problem and acted immediately they became aware of it.

37. The directors shall keep proper written records of all their decisions and a proper written record of who was present at each meeting. The directors shall cause proper minutes to be kept of all appointments of officers made by them and the proceedings of all their meetings and all business transacted at such meetings. All such records including details of who was present at each meeting and minutes shall be entered in books provided for the purpose. Any record signed by the Chairperson of the meeting shall be evidence of what happened at the meeting without the need for any further proof of the facts stated in it.

38. A resolution in writing signed by all the directors shall be as valid as if it had been passed at a meeting.

ROTATION OF DIRECTORS

39. At the Annual General Meeting the directors shall retire from office.

40. The retiring directors shall be eligible for re-election.

41. At the second Annual General Meeting and each subsequent Annual General Meeting one third of the directors shall retire from office. The directors who retire shall be those who have held office the longest. When computing their length of time in office, their time on the management committee of the unincorporated association known as the Stage Management Association shall be taken into account. In the event of more than one third of them having the same length of time in office, those who are to retire shall be chosen by lot.

42. No person shall be eligible for election to the Board of Directors unless at least seven days before the date of the meeting the Chairperson has been given notice in writing in the prescribed form of his/her intention to stand for election. The directors shall decide what the nomination paper will look like and in which language it will be distributed.

43. The company may from time to time in a General Meeting increase or reduce (but not below three) the number of directors and alter the rules for their rotation.

ACCOUNTS

44. The directors shall cause accounting records to be kept in accordance with the requirements Part VII of the Act

45. The accounting records shall be kept at the Office and may not be removed from the Office except by the Auditors as is necessary.

46. The accounting records shall always be open to inspection by the directors. The directors shall decide upon what conditions inspection of the accounting records shall be available to members of the company.

47. The company shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The company shall send a copy of the Annual Accounts together with a copy of the Annual Report for that financial year and a copy of the Auditors' report on those accounts to the auditors and to every person entitled to receive them in accordance with Section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be considered in accordance with Section 241 of the Act.

AUDIT

48. In accordance with the provisions of the Act once at least in every year the company's accounts shall be examined and the correctness of the income and expenditure account and balance sheet shall be ascertained by a properly qualified auditor.

49. Auditors shall be appointed by the Annual General Meeting and their duties regulated in accordance with the provisions of the Act.

NOTICES

50. A notice may be served by the company upon any member either personally or by sending it through the post in a prepaid envelope by first or second class post or may be served by electronic mail addressed to the address appearing in the register of members. It will be assumed that notices sent by first class post will arrive two days after being posted and that notices sent by second class post will arrive four days after being posted.

51. Unless otherwise agreed at a General Meeting, notices will be sent to members with an address in the United Kingdom and who are living or working abroad.

52. Any notice that is posted to any members working or living abroad will be deemed to have reached them in eight working days of being posted. A record of posting must be kept because evidence of posting is deemed to be evidence of the notice arriving at its destination.

RULES

53. The directors shall be entitled to make any rules, regulations or bye-laws to make the running of the company easier or more efficient or which may be necessary to give effect to these Articles. Any such rules, regulations or bye-laws must comply with the Act and compliment, not conflict, with these Articles. The Company in a General Meeting have the power to change the rules, regulations or bye-laws.

DISSOLUTION

54. Clause 9 of the Memorandum of Association, which refers to the winding up and dissolution of the company, shall have effect as if set out in full again in these Articles.

INDEMNITY

55. Subject to any rules in the Act, and without prejudice to any other indemnity to which the directors may be entitled, every director, employee, auditor or volunteer of the company shall be indemnified out of the assets of the company against any liability they incur in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted. They are also entitled to indemnity if a Court grants them relief from liability for negligence, default, breach of duty or breach of trust relating to the affairs of the company.